

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

OHIO CARPENTERS PENSION FUND and  
CITY OF PONTIAC REESTABLISHED  
GENERAL EMPLOYEES' RETIREMENT  
SYSTEM, Individually and on Behalf of All  
Others Similarly Situated,

Plaintiff,

v.

NORFOLK SOUTHERN CORPORATION,  
ALAN H. SHAW, JAMES A. SQUIRES,  
MARK R. GEORGE, CLYDE H. ALLISON,  
JR., THOMAS D. BELL, JR., MITCHELL E.  
DANIELS, JR., MARCELA D. DONADIO,  
JOHN C. HUFFARD, CHRISTOPHER T.  
JONES, THOMAS C. KELLEHER,  
STEVEN F. LEER, MICHAEL D.  
LOCKHART, AMY E. MILES, CLAUDE  
MONGEAU, JENNIFER F. SCANLON,  
JOHN R. THOMPSON, BOFA  
SECURITIES, INC., MORGAN STANLEY  
& CO. LLC, WELLS FARGO SECURITIES,  
LLC, CAPITAL ONE SECURITIES, INC.,  
FIFTH THIRD SECURITIES, INC., MUFG  
SECURITIES AMERICA, INC., PNC  
CAPITAL MARKETS LLC, SIEBERT  
WILLIAMS SHANK & CO., LLC, SMBC  
NIKKO SECURITIES AMERICA, INC.,  
CITIGROUP GLOBAL MARKETS, INC.,  
GOLDMAN SACHS & CO. LLC, and U.S.  
BANCORP INVESTMENTS, INC,

Defendants.

Case No. 1:23-cv-04068-LAK-SLC

**STIPULATION AND [PROPOSED] ORDER  
EXTENDING TIME TO ANSWER OR OTHERWISE PLEAD**

WHEREAS, on May 16, 2023, Plaintiffs Ohio Carpenters Pension Fund and City of Pontiac Reestablished General Employees' Retirement System ("Plaintiffs") filed a complaint ("Complaint") with this Court in the above-captioned action against Defendants Norfolk Southern Corporation ("Norfolk Southern" or the "Company"), Alan H. Shaw, James A. Squires, Mark R. George, Clyde H. Allison, Jr., Thomas D. Bell, Jr., Mitchell E. Daniels, Jr. Marcela D. Donadio, John C. Huffard, Christopher T. Jones, Thomas C. Kelleher, Steven F. Leer, Michael D. Lockhart, Amy E. Miles, Claude Mongeau, Jennifer F. Scanlon, and John R. Thompson (the "Individual Defendants"), and BofA Securities, Inc., Morgan Stanley & Co. LLC, Wells Fargo Securities, LLC, Capital One Securities, Inc., Fifth Third Securities, Inc., MUFG Securities Americas Inc., PNC Capital Markets LLC, Siebert Williams Shank & Co., LLC, SMBC Nikko Securities America, Inc., Citigroup Global Markets, Inc., Goldman Sachs & Co. LLC, and U.S. Bancorp Investments, Inc. (the "Underwriter Defendants" and collectively with the Company and Individual Defendants, "Defendants");

WHEREAS, the Company and Individual Defendants have either been validly served the summons and Complaint or agreed to waive or accept service thereof;

WHEREAS, the current deadline for the Company and Individual Defendants to respond to the Complaint in this action is July 18, 2023;

WHEREAS, the undersigned attorneys for the Underwriter Defendants have agreed to accept service of the summons and Complaint in this action on behalf of their clients as of the date of this stipulation, without waiver of, or prejudice to, any of their rights or defenses (other than improper service) including, but not limited to, with respect to personal jurisdiction;

WHEREAS, the Complaint asserts claims under Sections 11, 12(a)(2), and 15 of the Securities Act of 1933 (the "Securities Act") on behalf of a putative class;

WHEREAS, pursuant to the Private Securities Litigation Reform Act of 1995 (“PSLRA”), a lead plaintiff and lead counsel will be appointed to pursue the alleged class claims asserted in this action;

WHEREAS, pursuant to the PSLRA, putative class members are entitled to file motions seeking appointment as lead plaintiff within sixty (60) days of plaintiffs publishing notice of the pendency of the action (*see* 15 U.S.C. § 77z-1(a)(3)(A));

WHEREAS, the statutory deadline for putative class members to file lead plaintiff motions is July 17, 2023; and

WHEREAS, the parties anticipate that, following the statutory lead plaintiff process, the appointed lead plaintiff(s) (“Lead Plaintiff”) and approved lead counsel (“Lead Counsel”) will file a consolidated or amended complaint or designate the initial Complaint as the operative complaint;

IT IS HEREBY STIPULATED AND AGREED by the parties’ undersigned counsel that:

1. The undersigned attorneys for the Underwriter Defendants accept service of the summons and Complaint in this action on behalf of their clients as of the date of this stipulation, without waiver of, or prejudice to, any of their rights or defenses (other than improper service) including, but not limited to, with respect to personal jurisdiction;
2. Defendants’ time to respond is extended until after a Lead Plaintiff has been appointed and an operative complaint has been filed or so designated;
3. Defendants shall not be required to answer or otherwise respond to the Complaint;
4. Within fourteen days following entry of an order pursuant to the PSLRA selecting a Lead Plaintiff and appointing Lead Counsel, counsel for Defendants and Lead Counsel shall confer and submit a proposed schedule for (a) the filing of an amended complaint or the

designation of the initial Complaint as the operative complaint, (b) and Defendants' response thereto, and (c) in the event Defendants file motions to dismiss the operative complaint, a date by which Lead Plaintiff shall file opposition papers and Defendants shall file reply papers to such motions; and

5. Except as specifically set forth herein, all rights, claims and defenses of the parties are fully preserved.

Dated: July 17, 2023

Respectfully submitted,

/s/ Francis P. McConville (e-signed with consent)

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*Attorney for Plaintiff City of Pontiac Reestablished  
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/s/ Michael G. Bongiorno

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*Attorneys for the Underwriter Defendants*

**IT IS SO ORDERED.**

Dated: \_\_\_\_\_, 2023

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HONORABLE SARAH L. CAVE  
UNITED STATES MAGISTRATE JUDGE